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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

17 **In re:**

18 **PG&E CORPORATION,**

19 **- and -**

20 **PACIFIC GAS AND ELECTRIC
COMPANY,**

21 **Debtors.**

- 22
23 Affects PG&E Corporation
24 Affects Pacific Gas and Electric Company
25 Affects both Debtors

* *All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

16 Case No. 19-30088 (DM)
17 Chapter 11
18 (Lead Case) (Jointly Administered)

**REQUEST FOR ENTRY OF ORDER BY
DEFAULT ON MOTION OF DEBTORS
PURSUANT TO 11 U.S.C. §§ 363 AND
105(a) FOR AN ORDER APPROVING
TERMS OF EMPLOYMENT FOR NEW
CHIEF EXECUTIVE OFFICER AND
PRESIDENT OF PACIFIC GAS AND
ELECTRIC COMPANY**

[Relates to Dkt. No. 4060]

Date: October 22, 2019
Time: 10:00 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

**Objection Deadline:
October 15, 2019 at 4:00 p.m. (PT)**

1 **REQUEST FOR ENTRY OF ORDER BY DEFAULT**

2 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the
3 “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-
4 captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby request, pursuant to Rule 9014-1(b)(4) of
5 the Bankruptcy Local Rules for the United States District Court for the Northern District of California,
6 as made applicable to these Chapter 11 Cases by the *Second Amended Order Implementing Certain*
7 *Notice and Case Management Procedures* entered on May 14, 2019 [Dkt No. 1996] (“**Case**
8 **Management Order**”), that the Court enter an order by default on the *Motion of Debtors Pursuant to*
9 *11 U.S.C. §§ 363 and 105(a) for an Order Approving Terms of Employment for New Chief Executive*
10 *Officer and President of Pacific Gas and Electric Company* [Dkt. No. 4060] (the “**Motion**”).

11 **RELIEF REQUESTED IN THE MOTION**

12 The Motion seeks entry of an order approving the terms of employment for Andrew M.
13 Vesey as Chief Executive Officer (“**CEO**”) and President of the Utility. A proposed order (the
14 “**Original Proposed Order**”) was attached as an exhibit to the Motion.

15 **NOTICE AND SERVICE**

16 A *Notice of Hearing on Motion of Debtors Pursuant to 11 U.S.C. §§ 363 and 105(a) for*
17 *an Order Approving Terms of Employment for New Chief Executive Officer and President of Pacific*
18 *Gas and Electric Company* was filed concurrently with the Motion on October 1, 2019 [Dkt. No. 4063]
19 (the “**Notice of Hearing**”). The Motion, its supporting declarations of Dinyar Mistry and Lane T.
20 Ringlee, and the Notice of Hearing were served as described in the Certificate of Service of Alain B.
21 Francoeur filed on October 4, 2019 [Dkt. No. 4120].

22 The deadline to file responses or oppositions to the Motion has passed, and no oppositions
23 have been filed with the Court or received by counsel for the Debtors. The Debtors have received
24 informal comments on the Motion from the Official Committee of Unsecured Creditors (the “**UCC**”),
25 the Official Committee of Tort Claimants (the “**TCC**”), and the United States Trustee (the “**UST**”). The
26 Debtors have agreed to certain changes to the Original Proposed Order to address the comments of the
27 UCC, TCC, and UST regarding (i) the requirements of AB 1054, (ii) the reporting of the calculations for
28 the CEO’s performance-based compensation to the UCC (with a copy provided to the TCC), and (iii) a

1 clarification that any severance due and payable during the Chapter 11 Cases will be made pursuant to
2 section 503(c)(2) of the Bankruptcy Code. A revised form of proposed order (the “**Revised Proposed**
3 **Order**”) reflecting these agreed upon changes is attached hereto as **Exhibit A**. A redline comparison of
4 the Original Proposed Order and the Revised Proposed Order is attached hereto as **Exhibit B**.

5 **DECLARATION OF NO RESPONSE RECEIVED**

6 The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury,
7 that:

8 1. I am an attorney of the firm of Keller & Benvenutti LLP, co-counsel for the
9 Debtors.

10 2. I have reviewed the Court’s docket in the Chapter 11 Cases and have determined
11 that no response or opposition has been filed with respect to the Motion.

12 3. This declaration was executed in San Francisco, California.

13 WHEREFORE, the Debtors hereby request entry of the Revised Proposed Order
14 substantially in the form attached hereto as **Exhibit A**, granting the Motion as set forth therein.

16 Dated: October 17, 2019

17 **WEIL, GOTSHAL & MANGES LLP**
KELLER & BENVENUTTI LLP

18 /s/ Thomas B. Rupp
19 Thomas B. Rupp

20 *Attorneys for Debtors and Debtors in Possession*